

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
:
SEARS HOLDINGS CORPORATION, *et al.*,¹ :
:
Debtors. : Case No. 18-23538-rdd
:
: (Jointly Administered)
:
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**DECLARATION OF ABENA A. MAINOO IN SUPPORT OF
TRANSFORM HOLDCO LLC’S INITIAL SUPPLEMENTAL BRIEF IN RESPONSE TO
DEBTORS’ MOTION TO (A) ENFORCE ASSET PURCHASE AGREEMENT AND
AUTOMATIC STAY AGAINST TRANSFORM
HOLDCO LLC AND (B) COMPEL TURNOVER OF ESTATE PROPERTY**

I, Abena A. Mainoo, declare under penalty of perjury as follows:

1. I am an attorney duly admitted to practice before this Court, and I am a partner of the law firm Cleary Gottlieb Steen & Hamilton LLP (“Cleary Gottlieb”), counsel for Transform Holdco LLC (the “Buyer”). I respectfully submit this declaration (“Declaration”) in connection

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

with *Transform Holdco LLC's Initial Supplemental Brief in Response to Debtors' Motion to (A) Enforce Asset Purchase Agreement and Automatic Stay Against Transform Holdco LLC and (B) Compel Turnover of Estate Property.*²

2. Attached hereto as Exhibit A is a true and correct copy of email correspondence with the subject line "RE: Any progress with First Data?" between Mohsin Meghji, Edward Lampert, Kunal Kamani, Rob Riecker, and Ray Schrock, dated October 24, 2018.

3. Attached hereto as Exhibit B is a true and correct copy of email correspondence with the subject line "[EXT] BBC" between Chris Good, Adam Waldman, Josh Gruenbaum, Cullen Murphy, Kunal Kamani, et al., dated February 7, 2019, attaching a spreadsheet titled "Week 52 2018 BB Both Formats Final."

4. Attached hereto as Exhibit C is a true and correct copy of email correspondence with the subject line "RE: FD contact" between Louis Sablich, Monica Galvan, and Ed Wang, dated November 29, 2017.

5. Attached hereto as Exhibit D is a true and correct copy of the Project Transform \$1.3 Billion Senior Secured Credit Facilities Commitment Letter, dated January 17, 2019 (the "ABL Commitment Letter").

6. Attached hereto as Exhibit E is a true and correct copy of a Sears Lender Presentation, dated January 24, 2019.

² All capitalized terms used but not defined in this Declaration shall have the meaning ascribed to them in the APA.

7. Attached hereto as Exhibit F is a true and correct copy of email correspondence with the subject line “FW: Credit Card and Cash Proceeds Reconciliation” between Nicholas Weber, Andrew Hede, Sheshan Swaminathan, et al., dated February 22, 2019.³

Executed on April 2, 2019 in New York, New York.

Respectfully submitted,

/s/ Abena A. Mainoo
Abena A. Mainoo

³ This exhibit omits an attachment, which was provided subject to Rule 408.